

HARRIS & HARRIS GROUP INC /NY/
Form S-8
June 26, 2007

As filed with the Securities and Exchange Commission on June 26, 2007

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Harris & Harris Group, Inc.

(Exact name of registrant as specified in its charter)

New York
*(State or other jurisdiction of
incorporation or organization)*

13-3119827
*(I.R.S. employer
identification no.)*

**111 West 57th Street, Suite 1100
New York, New York 10019
Telephone: (212) 582-0900
Facsimile: (212) 582-9563**
(Address of principal executive offices)

HARRIS & HARRIS GROUP, INC. 2006 EQUITY INCENTIVE PLAN
(Full title of the plan)

**Sandra M. Forman, Esq.
General Counsel
Harris & Harris Group, Inc.
111 West 57th Street, Suite 1100
New York, New York 10019
Telephone: (212) 582-0900
Facsimile: (212) 582-9563**
(Name and address of agent for service)

Copies to:

Richard T. Prins, Esq.

**Skadden, Arps, Slate, Meagher & Flom
LLP
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Facsimile: (212) 735-2000**

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered⁽¹⁾ | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--|--|--|-----------------------------------|
| Common stock, par value \$0.01 per share | 1,520,661 ⁽²⁾ | \$ 11.44 ⁽³⁾ | \$ 17,396,361.84 | \$ 534.07 ⁽⁴⁾ |

(1) Pursuant to Rule 416(c) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers additional shares that may become issuable under the Plan (as defined below) by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) 4,151,269 shares were originally registered on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006.

(3) The estimated exercise price of \$11.44 per share was computed in accordance with Rule 457(c) and 457(h) under the Securities Act by averaging the high and low sales prices of Harris & Harris Group, Inc. Common Stock as quoted on the Nasdaq Global Market on June 25, 2007.

(4) Previously paid in connection with a registration statement on Form N-2 filed on November 27, 2006.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed to register an additional 1,520,661 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Harris & Harris Group, Inc. (the "Company") that may be issued and sold under the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Plan").

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the entire contents of, including all documents incorporated by reference or deemed incorporated by reference into, its registration statement on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006 with respect to the Plan.

PART II

Item 5. Interests of Named Experts and Counsel.

Sandra M. Forman, General Counsel and Chief Compliance Officer of the Company, issued an opinion in connection with this registration statement, which is filed as Exhibit 5 hereto. Ms. Forman is also a plan participant.

Item 8. Exhibits.

| Exhibit Numbers | Description |
|------------------------|--|
| 4.0 | Specimen of common stock certificate, incorporated by reference to Exhibit D to the Company's Registration Statement on Form N-2 (333-138996) filed on November 29, 2006 |
| 5.0 | Opinion of General Counsel of the Company |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of General Counsel of the Company (included in Exhibit 5.0 above) |

The undersigned registrant hereby undertakes that it will submit the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on June 26, 2007.

HARRIS & HARRIS GROUP, INC.

By: /s/ Charles E. Harris

Name: Charles E. Harris

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities and on the date indicated:

| Signature | Title | Date |
|--|--|---------------|
| /s/ Charles E. Harris Charles E. Harris | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | June 26, 2007 |
| /s/ Douglas W. Jamison Douglas W. Jamison | President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer) | June 26, 2007 |
| /s/ Patricia N. Egan Patricia N. Egan | Chief Accounting Officer and Senior Controller | June 26, 2007 |
| /s/ W. Dillaway Ayres, Jr. W. Dillaway Ayres, Jr. | Director | June 26, 2007 |
| /s/ C. Wayne Bardin Dr. C. Wayne Bardin | Director | June 26, 2007 |
| /s/ Phillip A. Bauman Dr. Phillip A. Bauman | Director | June 26, 2007 |
| /s/ G. Morgan Browne G. Morgan Browne | Director | June 26, 2007 |
| /s/ Dugald A. Fletcher Dugald A. Fletcher | Director | June 26, 2007 |
| /s/ Kelly S. Kirkpatrick Dr. Kelly S. Kirkpatrick | Director | June 26, 2007 |
| /s/ Lori D. Pressman Lori D. Pressman | Director | June 26, 2007 |
| /s/ Charles E. Ramsey Charles E. Ramsey | Director | June 26, 2007 |

/s/ James E. Roberts
James E. Roberts

Director

June 26, 2007

/s/ Richard P. Shanley
Richard P. Shanley

Director

June 26, 2007

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on June 26, 2007.

**HARRIS & HARRIS GROUP, INC. 2006
EQUITY INCENTIVE PLAN**

By: /s/ James E. Roberts

not in his individual capacity, but solely as an
authorized signatory for the Employee Benefits
Administration Committee

EXHIBIT INDEX

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